

## SECURITY ASSIGNMENT

THIS SECURITY ASSIGNMENT (this "Assignment"), dated as of July 1, 2010, by and between the CITY OF MOBERLY, MISSOURI, a Missouri municipal corporation and city of the third class (the "City"), and UMB BANK, N.A., as Trustee (the "Trustee") under the Trust Indenture dated as of July 1, 2010, among the City, The Industrial Development Authority of the City of Moberly, Missouri, and the Trustee (the "Indenture"). *Capitalized terms used and not defined herein shall have the meanings ascribed to them in Section 101 of the Indenture.*

### **WITNESSETH:**

WHEREAS, the Authority intends to issue the Bonds and to make the sale proceeds of the Bonds available to the City pursuant to the Financing Agreement for the benefit of the Project, and the City and the Company have entered into the Management Agreement by and through which the Company agrees, among other things, to timely make Basic Payments (as that term is used and defined in the Management Agreement) to enable the City to timely make debt service payments on the Bonds; and

WHEREAS, to secure the obligations of the Company under the Management Agreement with respect to the payment of Basic Payments and as an inducement to the Authority to issue the Bonds for the benefit of the Project, the Guarantors (as that term is used and defined in the Guaranty) are providing the Guaranty, including particularly the Security (as that term is used and defined in the Guaranty); and

WHEREAS, the Indenture provides that the City shall assign all of its right, title and interest in and to the Security to the Trustee to secure the payments of the principal of and interest on the Bonds;

**NOW, THEREFORE**, in consideration of the mutual covenants, terms and provisions of the Financing Agreement, the Management Agreement, the Guaranty and the Indenture, and for other good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto agree as follows:

1. Effective as of the date hereof, the City hereby assigns, transfers, conveys and delivers to the Trustee, and the Trustee accepts and assumes for the benefit of the Bondholders and in accordance with the provisions of the Indenture, all of the City's right, title, interest in the Security pursuant and subject to the terms of the Guaranty and the Escrow Trust Agreement.

**[Remainder of page intentionally blank; signatures follow.]**


IN WITNESS WHEREOF, the City has duly executed this Assignment as of the day and year first above stated.



**CITY OF MOBERLY, MISSOURI**

By:   
Bob Riley, Mayor

ATTEST:

By:   
City Clerk

**ACKNOWLEDGEMENT**

STATE OF MISSOURI     )  
                                      ) SS.  
COUNTY OF RANDOLPH)

On this 27 day of July, 2010, before me, the undersigned, a Notary Public in and for said State, personally appeared Bob Riley, who acknowledged himself to be the Mayor of THE CITY OF MOBERLY, MISSOURI, a municipal corporation and city of the third class duly organized and existing under the laws of the State of Missouri, and that that the seal affixed to the foregoing instrument is the official seal of said City and said instrument was signed and sealed on behalf of said City by authority of its City Council and said Mayor acknowledged said instrument to be executed for the purposes therein stated and as the free act and deed of said City.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.

  
Notary Public

My commission expires:



D. K. GALLOWAY  
My Commission Expires  
February 10, 2012  
Randolph County  
Commission #08382850

This Assignment stated herein is hereby accepted as of the day and year first above stated.

**UMB BANK, N.A.,**  
as Trustee


By:   
Title: Senior Vice President

STATE OF MISSOURI     )  
                                      ) SS.  
CITY OF ST. LOUIS     )

On this 26th day of July, 2010, before me appeared Victor Zarrilli, to me personally known, who, being by me duly sworn, did say that he is a Senior Vice President of UMB Bank, N.A., a national banking association, and that said instrument was signed on behalf of said banking association by authority of its Board of Directors; and said officer acknowledged said instrument to be the free act and deed of said banking association.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.



  
Notary Public

My commission expires: